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July 2, 2020

Ms. Kimberley A. Campbell
Chief Clerk
North Carolina Utilities Commission
430 N. Salisbury Street
Raleigh, NC 27603

RE: *In the Matter of the Application of Apex Solar, LLC to Amend the CPCN to Construct a 30-MW Solar Facility in Cleveland County, NC Docket No. SP 11723, Sub 0*

Dear Ms. Campbell:

On behalf of Apex Solar, LLC, in the above referenced matter and docket, we herewith provide the **Direct Testimony of Cullen Morris**.

Should you have any questions concerning this filing, please do not hesitate to contact me.

Sincerely,

/s/ Karen M. Kemerait

Karen M. Kemerait

KK:skb

Enclosures

Cc: All parties of record

A Pennsylvania Limited Liability Partnership

California Colorado Delaware District of Columbia Florida Georgia Illinois Minnesota
Nevada New Jersey New York North Carolina Pennsylvania South Carolina Texas Washington

**STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH**

DOCKET NO. SP-11723, SUB 0

BEFORE THE NORTH CAROLINA UTILITIES COMMISSION

**In the Matter of)
Application of Apex Solar, LLC, for a Certificate of)
Public Convenience and Necessity to Construct a 30-)
MW Solar Facility in Cleveland County, North Carolina)**

DIRECT TESTIMONY

OF

CULLEN MORRIS

ON BEHALF OF

APEX SOLAR, LLC

July 2, 2020

1 Q. **Please state your name and business address.**

2 A. My name is Cullen Morris. My business address is 5003 Southpark Drive, Suite
3 210, Durham, North Carolina 27713.

4 Q. **By whom are you employed and in what capacity?**

5 A. I am employed as a Principal by Cooperative Solar, LLC (“Cooperative Solar”).

6 Q. **Please briefly summarize your educational background.**

7 A. I received an engineering degree from Virginia Polytechnic Institute and State
8 University and a Masters in Energy Management from Duke University.

9 Q. **Please discuss your credentials.**

10 A. I bring years of project management experience to Cooperative Solar, which I
11 formed. Prior to forming Cooperative Solar, I spent three years building a deep
12 pipeline of solar projects for Strata Solar, LLC (“Strata Solar”). As Vice President
13 of Development for Strata Solar, I managed over 150 projects, more than 70 of
14 which have been built in North Carolina to date. This pipeline, totaling more than
15 1,200 MW, consisted of projects in every stage of the development process. I
16 have a thorough understanding of what it takes to develop and build a utility-scale
17 solar facility, such as the Apex Solar, LLC (“Apex Solar”) project.

18 Q. **How are you involved with the Apex Solar project?**

19 A. I am engaged as a consultant for the Apex Solar project.

20 Q. **What is the purpose of your testimony?**

21 A. The purpose of my testimony is to support Apex Solar’s Application for an
22 Amended Certificate of Public Convenience and Necessity (“CPCN”).

23 Q. **Did the Commission previously issue a CPCN to Apex Solar?**

1 A. Yes. On May 7, 2018, in this docket, Apex Solar submitted an Application for a
2 CPCN for a 30-MWAC photovoltaic (PV) system on property owned by Jean
3 Yancey, Barbara T. Eliot, D. Leon Leonhardt, Dennis D. Peeler, and Elizabeth
4 Faye Peeler, and located on the west side of Plainsview Church Road,
5 approximately 0.5 miles west of the intersection with East Stage Coach Trail,
6 Lawndale, Cleveland County, North Carolina. On July 23, 2018, the Commission
7 issued a CPCN to Apex Solar.

8 **Q. Since the Commission has already awarded a CPCN to Apex Solar, what is**
9 **the nature of this proceeding?**

10 A. On September 13, 2019, Apex Solar filed an Application to Amend its CPCN so
11 that additional land could be added to the Apex Solar facility (the "Facility").
12 The application to amend the CPCN is attached hereto as Exhibit 1. The high
13 resolution site plan attached to the Application shows the updated project
14 boundary and the additional land that is part of the Facility.

15 **Q. Please describe the proposed Facility for which Apex Solar seeks an**
16 **Amended CPCN.**

17 A. The proposed Facility is a 30-MW facility that is described in detail in the
18 Application to Amend the CPCN. The Facility will be located on the west side of
19 Plainsview Church Road, approximately 0.5 miles west of the intersection with
20 East Stage Coach Trail, Lawndale, Cleveland County, North Carolina. The total
21 acreage of the underlying tracts is 475 acres. The solar panels will be located on
22 321 acres of the parent tracts, and the area of disturbance will include 357 acres.

1 As proposed, the Facility will consist of approximately (132,327) 345W
2 photovoltaic (PV) modules (or equivalent) affixed to metal racks, which will be
3 supported by piles driven into the ground to minimize soil disturbance. The
4 Facility will utilize (14) 2500kVa inverters (or equivalent). The solar panels do
5 not contain any radioactive materials, hazardous chemicals, or other materials that
6 could potentially cause harm to the environment or the surrounding community.
7 The solar panels are non-combustible. They are safe and create no site emissions,
8 odor, or dust. A solar facility is a low impact, passive use of the land.

9 The Facility will be surrounded by chain link fencing and landscaped
10 buffers.

11 **Q. To whom will Apex Solar sell the power generated by the Facility?**

12 A. Apex Solar plans to sell the electricity to Duke Energy Carolinas, LLC (“DEC”).

13 **Q. When is the Facility expected to be placed in service?**

14 A. It is anticipated that the Facility will be placed in service in November 2021.

15 **Q. Has the North Carolina State Environmental Review Clearinghouse
16 reviewed Apex Solar’s Amended CPCN Application?**

17 A. Yes. The North Carolina State Environmental Review Clearinghouse has
18 reviewed Apex Solar’s Application under the provisions of the North Carolina
19 Environmental Policy Act. On November 6, 2019, the State Environmental
20 Review Clearinghouse filed a letter in the docket, stating that no further State
21 Clearinghouse review action is needed for compliance with the North Carolina
22 Environmental Policy Act.

1 **Q. Please explain the steps that Apex Solar will take to minimize the disturbance**
2 **to neighbors during the construction of the Facility.**

3 A. Apex Solar's parent company, Silver Creek Energy, LLC ("Silver Creek"), has
4 developed, and is developing, numerous solar facilities in North Carolina. Silver
5 Creek strives to be a good neighbor during the permitting, design, and
6 construction of the Facility, and by addressing concerns raised by neighboring
7 property owners. During construction, Apex Solar will ensure that appropriate
8 sedimentation and erosion control measures are in place; Apex Solar will
9 maintain, to the greatest extent possible, a trash and litter-free construction site;
10 and Apex Solar will operate heavy machinery during limited hours, typically from
11 7:00 am to 7:00 pm. The Facility will be fully screened from adjoining properties
12 with screening in compliance with Section 12-305 of the Cleveland County
13 Unified Development Ordinance. In addition, the Facility will be set back at least
14 50 feet from all adjacent property lines and at least 100 feet from any habitable
15 dwelling or commercial structure.

16 **Q. Has Apex Solar obtained a land use permit for the Facility?**

17 A. Yes. As part of the permitting process for the Apex Solar solar farm, a public
18 hearing was held before the Cleveland County Board of Adjustment. The Board
19 of Adjustment considered (1) whether the solar farm use will materially endanger
20 the public health or safety; (2) whether the use will substantially injure the value
21 of adjoining or abutting property; (3) whether the use will be in harmony in the
22 area in which it is to be located; and (4) whether the use will be in general
23 conformity with the land development plan or other plans officially adopted by

1 the Board of Commissioners. After hearing all of the evidence during the public
2 hearing, the Board of Adjustment found and concluded that the solar farm use will
3 not materially endanger the public health or safety; the use will not substantially
4 injure the value of adjoining or abutting property; the use will be in harmony in
5 the area in which it is to be located; and the use will be in general conformity with
6 the land development plan or other plans officially adopted by the Board of
7 Commissioners. The Board of Adjustment therefore granted a Conditional Use
8 Permit to Apex Solar.

9 **Q. Please explain the steps that Apex Solar plans to take to maintain the**
10 **Facility over the course of its operating life.**

11 A. Apex Solar will ensure that the Facility is well-maintained and functions in an
12 orderly manner. With respect to maintenance of the site, once the Facility has
13 been constructed, Apex Solar will complete final grading, comply with all
14 environmental and land use requirements, and install final landscaping. The
15 service roads will be graded and any disturbed land will be tilled
16 and re-seeded for stabilization. The site will be completely fenced. The Facility
17 will be mowed on regular intervals every few weeks.

18 **Q. How will the community benefit from the Facility?**

19 A. The Facility will provide 69,890,000 kWh per year of emission-free
20 renewable energy. The addition of this renewable energy to DEC's system has the
21 potential to cause DEC to defer, in part, the addition of fossil fuel-fired generation
22 to its generating fleet. Also, the energy generated by the Facility has the potential
23 to be consumed by residences or other buildings that are fed by the same

1 transmission line. Serving the load nearest to the Facility from energy generated
2 by the Facility minimizes the loss of power that occurs in the transmission and
3 distribution lines when residences and business are served by generation that is
4 located many miles away.

5 **Q. Have you read the comments filed by Carrie and Gene Daves, Ronald**
6 **Ingram, Dana Donaldson, and Tom and Karen Bess filed in this docket?**

7 A. Yes.

8 **Q. What is your response to their comments about impacts to the viewshed and**
9 **their property values?**

10 A. As mentioned previously, the Facility will be fully screened from adjoining
11 properties, and the Facility will be set back at least 50 feet from all adjacent
12 property lines and at least 100 feet from any habitable dwelling or commercial
13 structure. Due to the screening and the setbacks, the Facility will have no adverse
14 visual impact on the adjacent properties. Also, as set forth in his pre-filed
15 testimony, Apex Solar's expert consultant, Richard Kirkland, has concluded that
16 the Facility will not have an adverse impact on adjacent property values.

17 With respect to the specific concern about the decommissioning of the
18 Facility raised in the submission filed by Mr. Ingram, the site will be properly
19 decommissioned. As part of Apex Solar's application for a Conditional Use
20 Permit submitted to Cleveland County and approved by Cleveland County, Apex
21 Solar provided a decommissioning plan as required by Section 12-160(f) of the
22 Cleveland County Unified Development Ordinance. The decommissioning plan
23 provides that decommissioning will occur upon any of the following conditions:

1 (1) the land lease ends; (2) the Facility does not produce power for a period of
2 twelve months; and (3) the Facility is damaged and will not be repaired or
3 replaced. At a minimum, Apex Solar's lease with the property owners requires
4 Apex Solar to perform the following to decommission the project: (1) remove all
5 non-utility owned equipment, conduits, structures, fencing, and foundations to a
6 depth of at least three feet below grade; (2) remove all graveled areas and access
7 roads unless the property owners request in writing for they remain in place; (3)
8 restore the land to a condition reasonably similar to its condition before
9 development, including replacement of top soil that was removed or eroded; (4)
10 re-vegetate any cleared areas with warm season grasses that are native to the
11 Piedmont region, unless requested in writing by the property owners to not re-
12 vegetate due to plans for agricultural planting.

13 **Q. What is your recommendation with respect to Apex Solar's Application for**
14 **an Amended CPCN?**

15 A. It is my recommendation that the Commission issue an order awarding the
16 Amended CPCN for the Facility.

17 **Q. Does this conclude your testimony?**

18 A. Yes.

Direct Testimony
of Cullen Morris

Docket No. SP-11723, Sub 0

Exhibit 1

EXHIBIT 1

Direct Testimony of Cullen Morris
Docket No. SP-11723, Sub 0
07/02/2020



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KAREN M. KEMERAIT
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September 6, 2019

Ms. Janice Fulmore
Deputy Clerk
North Carolina Utilities Commission
430 N. Salisbury Street
Raleigh, NC 27603

**RE: *In the matter of the Application of Apex Solar, LLC to Amend the CPCN to construct a 30-MW Solar Facility in Cleveland County, NC
Docket No. SP-11723, Sub 0***

Dear Ms. Fulmore:

On behalf of Apex Solar, LLC, (Applicant") we hereby submit applicant's **Motion to Amend Certificate of Public Convenience and Necessity** in the above referenced matter.

Should you have any questions concerning this Certificate of Service or exhibits attached thereto, please do not hesitate to contact me.

Sincerely,

/s/ Karen M. Kemerait

Karen M. Kemerait

Enclosures

A Pennsylvania Limited Liability Partnership

California Colorado Delaware District of Columbia Florida Georgia Illinois Minnesota
Nevada New Jersey New York North Carolina Pennsylvania South Carolina Texas Washington

OFFICIAL COPY

Sep 13 2019

STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH

Direct Testimony of Cullen Morris
Docket No. SP-11723, Sub 0
07/02/2020

DOCKET NO. SP-11723, SUB 0

BEFORE THE NORTH CAROLINA UTILITIES COMMISSION

In the Matter of
Application of Apex Solar, LLC to Amend
the Certificate of Public Convenience and
Necessity to Construct an
30-MW Solar Facility in Cleveland
County, North Carolina

**MOTION TO AMEND CERTIFICATE
OF PUBLIC CONVENIENCE AND
NECESSITY**

NOW COMES Apex Solar, LLC (“Apex Solar” or “Applicant”), by and through its undersigned counsel, and respectfully requests that the North Carolina Utilities Commission (“Commission”) amend the Certificate of Public Convenience and Necessity (“CPCN”) for Apex Solar in the above-referenced docket. In support of this request, the Applicant shows the following:

1. On May 7, 2018, the Applicant filed an application seeking a certificate of public convenience and necessity (“CPCN”) for construction of a 30-MW solar generating facility to be located on the west side of Plainsville Church Road, approximately 0.5 miles west of the intersection with East Stage Coach Trail, Lawndale, Cleveland County, North Carolina. The Applicant plans to sell the electricity to Duke Energy Carolinas, LLC.
2. On July 23, 2018, the Commission issued an Order Issuing Certificate (“Order”).
3. After the Commission’s Order was issued, Silver Creek Energy, LLC, a North Carolina limited liability company, obtained ownership of the Applicant. Updated

information about the owner of the facility is attached hereto as Exhibit 1, and information about the experience and expertise of Silver Creek Energy, LLC is attached hereto as Exhibit 6.

4. After the Commission's Order was issued, the Apex Solar facility has been amended to add additional land to the facility. The amended color site map, attached hereto as Exhibit 2, shows the updated project boundary and the additional land that is part of the facility.

5. Also, the updated date on which the project is expected to be placed in service is November 2, 2021.

6. In compliance with Rule R8-64(d)(3), this Application lists all significant changes in the information set forth in subsections (b)(1) through (b)(5) of Rule R8-64 that was provided in the original application for a CPCN.

WHEREFORE, the Applicant respectfully requests that the Commission issue an order amending the Apex Solar CPCN to reflect the new owner of the facility and to include the additional land as depicted in the attached color map

Respectfully submitted this 13th day September, 2019.

FOX ROTHSCHILD LLP

/s/ Karen M. Kemerait

Karen Kemerait
Partner
Fox Rothschild LLP
434 Fayetteville Street
Suite 2800
Raleigh, NC 27601
(919) 755-8764 - direct

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*Attorneys for Apex Solar, LLC and Silver Creek
Energy, LLC*

OFFICIAL COPY

Sep 13 2019

COUNTY OF WAKE

VERIFICATION

STATE OF NORTH CAROLINA

I, Matt McGovern, Principal of Silver Creek Energy, LLC, verify that I have read the foregoing Application for Amendment to Certificate of Public Convenience and Necessity, and know the contents thereof as they pertain to Silver Creek Energy, LLC, and that the same are true of my own knowledge.


Matt McGovern

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Los Angeles

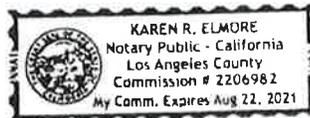
Subscribed and sworn to (or affirmed) before me on this 12th day of September , 2019 ,

(1) Matthew McGovern

proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature


Signature of Notary Public



Place Notary Seal and/or Stamp Above

CERTIFICATE OF SERVICE

I hereby certify that all persons on the docket service list have been served true and accurate copies of the foregoing **MOTION TO AMEND CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY** by first class mail deposited in the U.S. mail, postage pre-paid, or by email transmission to all parties of record.

This the 13th day of September, 2019.

/s/ Karen M. Kemerait
FOX ROTHSCHILD LLP

Karen Kemerait
Partner
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*Attorneys for Apex Solar, LLC and Silver Creek
Energy, LLC*

Application of Apex Solar, LLC to Amend the CPCN Application

Docket No. SP-11723, Sub 0

EXHIBIT 1

The full and correct name, business address, business telephone number, and electronic mailing address of the McCraw Solar, LLC facility owner is:

Apex Solar, LLC
3402 Pico Boulevard, Suite 200
Santa Monica, CA 90405

Telephone Number: 424-284-9080

Mike McGovern
mcgovern@silvercreekenergyllc.com

Mike Cohen
mcohen@silvercreekenergyllc.com

Jon Buttles
buttles@fcmservices.com

Exhibit 6

Silver Creek Energy, LLC (“Silver Creek”) is the new owner of Apex Solar, LLC. Silver Creek will manage the development process, and Pine Gate Renewables will construct the project.

Matt McGovern	Co-Founder & Principal
Mike Cohen	Co-Founder & Principal

Matt McGovern was most recently the co-founder and CEO of Cypress Creek Renewables. Prior to forming Cypress, he served as the CFO of Paramount Equity from December 2012 through April 2014. Before joining Paramount, he was the CFO of Gehrlicher Solar America Corporation from 2009 to 2012, where he developed and financed a large portfolio of utility-scale and commercial solar projects. From 2001 through 2008 McGovern was a Managing Director of SBI Group, an investment banking and asset management firm. Before joining SBI Group, McGovern was a member of Cap Gemini Ernst & Young's private equity arm. McGovern holds a master's degree in Organizational Behavior and a doctorate in Organizational Development from the College of Organizational Studies at CSPP. McGovern received his BS from Miami University, in Oxford, Ohio.

Mike Cohen was most recently the co-founder and President of Cypress Creek Renewables. Prior to Cypress, Mike led business development and project finance for Strata Solar from 2011 to 2014. Before leading Strata's development and project finance activities he was an attorney with Kirkland & Ellis from 2008 to 2011, where he focused on the development, financing and purchase/sale of renewable energy projects both domestically and abroad. Cohen has a J.D. from Georgetown University Law School, as well as a Masters and Bachelors in Accounting from the University of Florida.

Pine Gate Renewables develops, owns, and operates utility-scale solar farms across the U.S. Pine Gate specializes in project siting, development, financing, construction, and operation. Pine Gate Renewables has 400+ MW of operational solar farms across the country.



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September 13, 2019

Ms. Janice Fulmore
Deputy Clerk
North Carolina Utilities Commission
430 N. Salisbury Street
Raleigh, NC 27603

**RE: *In the Matter of: Application of Apex Solar, LLC to Amend the
CPCN to construct a 30-MW Solar Facility in Cleveland County, NC
ENLARGED, HIGH RESOLUTION SITE PLAN EXHIBIT 2 TO CPCN
NCUC Docket No. SP-11723, Sub 0***

Dear Ms. Fulmore:

On behalf of Apex Solar, LLC (“Applicant”), attached is the high resolution, high density, enlarged Site Plan Exhibit 2 to the Applicant’s Motion to Amend the Certificate of Public Convenience and Necessity filed in the above-referenced docket earlier this afternoon.

If you have any questions or comments regarding this filing, please do not hesitate to call me.

Thank you in advance for your assistance.

Sincerely,

/s/ Karen M. Kemerait

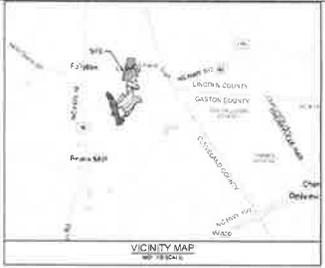
Karen M. Kemerait

pbb
Enclosure

cc: All Parties of Record



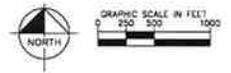
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SITE DATA TABLE	
PROJECT LOCATION	N35°25'12.02" W81°28'37.30"
JURISDICTION	CLEVELAND COUNTY

LEGEND	
	PROJECT AREA
	ORIGINAL PROJECT AREA
	ADDITIONAL PROJECT AREA

- NOTES
1. THE LOCATION OF PROPOSED EQUIPMENT INCLUDING BUT NOT LIMITED TO FENCING, SOLAR ARRAY RACKING, ELECTRICAL EQUIPMENT, OVERHEAD POLES AND LINE, ETC. SHOWN ARE APPROXIMATE AND MAY BE SUBJECT TO MODIFICATIONS DUE TO SITE CONDITIONS, ADDITIONAL PERMITTING REQUIREMENTS, EQUIPMENT AND/OR OTHER CONSTRAINTS.
 2. PROPERTY BOUNDARIES, TOPOGRAPHIC DATA AND EXISTING IMPROVEMENTS SHOWN ARE APPROXIMATE PER AERIAL PHOTOGRAPHY AND GIS MAPS.
 3. THIS PLAN IS PRELIMINARY AND WILL NOT BE RELEASED FOR CONSTRUCTION.



DATE	05/02/2019
SCALE	AS SHOWN
DRAWN BY	ATL
CHECKED BY	ATL

Kimley»Horn
 600 PARKWAY SOUTH, SUITE 100
 WILSON, NORTH CAROLINA 27157
 WWW.KIMLEY-HORN.COM

PRELIMINARY
NOT FOR
CONSTRUCTION

DATE	05/02/2019
SCALE	AS SHOWN
DRAWN BY	ATL
CHECKED BY	ATL

CPCN EXHIBIT

APEX SOLAR
 CLEVELAND COUNTY, NORTH CAROLINA

SHEET NUMBER
EX1.0

CERTIFICATE OF SERVICE

I hereby certify that all persons on the docket service list have been served true and accurate copies of the foregoing **DIRECT TESTIMONY** by first class mail deposited in the U.S. mail, postage pre-paid, or by email transmission to all parties of record.

This the 2nd day of July, 2020.

/s/ Karen M. Kemerait
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Attorneys for Apex Solar, LLC